

Hearing Date: February 22, 2012 at 10:00 a.m.
Objection Deadline: February 15, 2012 at 4:00 p.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <u>et al.</u> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF AMENDMENT TO OMNIBUS APPLICATION OF (I) INDIVIDUAL
MEMBERS OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND
(II) INDENTURE TRUSTEES PURSUANT TO SECTION 1129(a)(4), OR,
ALTERNATIVELY, SECTIONS 503(b)(3)(D) AND 503(b)(4) OF BANKRUPTCY
CODE FOR PAYMENT OF FEES AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that on January 30, 2012, The Bank of NY Mellon (“BNYM”), Elliott Management Corp., Mizuho Corporate Bank, Ltd., Metropolitan Life Insurance Co., Shinsei Bank, Limited, U.S. Bank National Association (“US Bank”), The Vanguard Group, and Wilmington Trust Company (“Wilmington”), each in its capacity as a current or former member (in such capacities, the “Committee Members”) of the Official Committee of Unsecured Creditors of Lehman Brothers Holding, Inc. and the other above-captioned debtors (together with LBHI, the “Debtors”); and Wilmington, BNYM, and US Bank, each in its capacity as indenture trustee for various notes issued by LBHI (in such capacities, the “Indenture Trustees” and, together with the Committee Members, the “Applicants”) filed an omnibus application (the “Application”) (Docket No. 24762), pursuant to section 1129(a)(4) and/or sections 503(b)(3)(D) and 503(b)(4) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. for approval of the payment by the Debtors of the fees and expenses of each Applicant incurred in connection with the above-captioned chapter 11 cases. The Application is scheduled to be heard before the Honorable James. M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green New York, New York 10004, in Court Room 601, on February 22, 2012, at 10:00 a.m. Eastern Time.

PLEASE TAKE FURTHER NOTICE that, subsequent to the filing of the Application, it came to the Applicants’ attention that the Summary of Fees and Expenses, annexed to the Application as Exhibit A, did not provide, due to a computational error, a complete summary of the requested Fees and Expenses. Accordingly, the Applicants file this amendment to make the following three changes to the Application:

1. Exhibit A to the Application, as filed, is amended and superseded by Exhibit A to this Notice of Amendment.

2. Paragraph 22 is amended to substitute “\$26.3 million” for “\$24.6 million” and to read as follows:

Applying this liberal standard, the Court should conclude that the Fees and Expenses are reasonable. Given the complexity of the Chapter 11 Cases and the amount of work performed by the Applicants and their legal advisors, the Applicants respectfully submit that the amount of the Fees and Expenses, aggregating to **\$26.3 million** (as set forth on Exhibit A hereto), while not insubstantial, is reasonable in relation to other costs in these Chapter 11 Cases, which, at this juncture, exceed \$1.5 billion, as well as the total value of the Debtors’ assets and likely distributions to creditors. Thus, the Fees and Expenses are clearly reasonable under the Congoleum standard.

3. Paragraph 43 is amended to substitute (i) “\$25,358,967.55” for “\$24,316,829.55”; (ii) “\$932,148.66” for “\$236,308.00”; and (iii) “\$26,291,116.21” for “\$24,553,137.39” and to read as follows:

The Applicants seek approval of the payment by the Debtors, as reflected in the Time and Expense Records, of (i) **\$25,358,967.55** in fees for services rendered from the Petition Date through December 31, 2011; and (ii) **\$932,148.66** in expenses incurred in connection with rendering such services during the same period—for a total award of **\$26,291,116.21**. Such amounts would be payable on the Effective Date, or as soon thereafter as practicable.

Dated: New York, New York
February 1, 2012

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EXHIBIT A

Summary of Fees and Expenses

**SUMMARY OF FEES AND EXPENSES IN CONNECTION WITH OMNIBUS
APPLICATION OF (I) INDIVIDUAL MEMBERS OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS AND (II) INDENTURE TRUSTEES PURSUANT TO
SECTION 1129(a)(4), OR, ALTERNATIVELY, SECTIONS 503(b)(3)(D) AND 503(b)(4)
OF BANKRUPTCY CODE FOR PAYMENT OF FEES AND REIMBURSEMENT OF
EXPENSES**

Committee Member	Fees	Expenses	Total Fees and Expenses
Wilmington Trust Company	\$2,569,577.50	\$696,949.14	\$3,266,526.64
Wilmington Trust Company – Loeb & Loeb, LLP	\$394,029.00	\$8,208.25	\$402,237.25
Wilmington Trust Company – Covington & Burling	\$7,788,744.00	\$68,759.56	\$7,857,503.56
Wilmington Trust Company – Citibank	\$96,000.00	\$0	\$96,000.00
The Bank of NY Mellon – Administration Fee	\$490,740.00	\$0	\$490,740.00
The Bank of NY Mellon – Sheppard Mullin	\$4,054,024.45	\$35,519.86	\$4,089,544.31
Mizuho Corporate Bank, Ltd. – Stroock & Stroock & Lavan	\$2,863,196.00	\$17,742.29	\$2,880,938.29
Metropolitan Life Insurance Co.	\$254,402.50	\$0	\$254,402.50
The Vanguard Group –Arent Fox LLP	\$1,346,234.50	\$21,221.17	\$1,367,455.67
U.S. Bank National Association	\$1,051,412.50	\$0	\$1,051,412.50
U.S. Bank National Association – Shipman & Goodwin, LLP	\$111,232.50	\$1,217.06	\$112,449.56
U.S. Bank National Association – Edwards Angell Palmer & Dodge, LLP	\$64,796.00	\$2,721.33	\$67,517.33
U.S. Bank National Association – Sullivan Worcester, LLP	\$1,752,369.00	\$12,928.39	\$1,765,297.39
Elliott Management Corp – Greenberg Traurig, LLP	\$1,308,655.60	\$53,841.86	\$1,362,497.46
Elliot Management Corp – Kleinberg, Kaplan, Wolff & Cohen, P.C.	\$1,142,094.00	\$11,425.69	\$1,153,519.69
Shinsei Bank, Limited –Vinson & Elkins LLP	\$71,460.00	\$1,614.06	\$73,074.06
Grand Total	\$25,358,967.55	\$932,148.66	\$26,291,116.21